

WINDSOR ESSEX COMMUNITY HEALTH CENTRE (WECHC)
BOARD OF DIRECTORS MEETING MINUTES
Wednesday November 23rd from 5:30 – 8:00 pm
Teen Health Clinic, 1741 Cavell Ave, Windsor
Teleconferencing is available upon request
Teleconference: dial 1-866-213-1666 Conference ID 7764169

Present: Elaine Clark (Treasurer), Angie Deneweth (Secretary), Robert Fetherston, Kathryn Hengl (President), William McClounie, John Mowat (Vice President)

Regrets: Toni Scislowski, Kevin Webb, Director Clinical Practice Leamington/Pickwick

Staff: Hardeep Sadra, Executive Director, Glenn Bartlett, Interim Executive Director, Patrick Brown, Director Corporate Services, Judy Ellis, Director Clinical Services Sandwich, Beth Kinnaird-Iler, Director Clinical Practice Teen Health/Street Health, Line Lauzon, Clinical Director Chronic Diseases, Lynn Thomson, Executive Assistant, Recorder

Quorum was achieved. Six (6) of seven (7) members were present.

- K. Hengl called the meeting to order at 5:35 p.m. and asked members to identify any conflict of interests at this time. None were declared.
- There were no requests made to "unstar" any items therefore the 'starred' (*) items were deemed approved or received.

* **Approval of the November 23, 2016 Agenda as presented.**

* **Approval of the September 27, 2016 Board Meeting Minutes as circulated.**

President's Report: K. Hengl

- **Legal Representation – Change of Office:** Dana Young and William Willis have moved to Willis Law. Jeff MacKinnon and David Amyot have remained at McTague. Decision of whether to stay with current counsel at respective offices or remain with McTague was tabled to Governance Meeting for a recommendation to be made at the next Board Meeting.

AOHC Liaison: Tabled in Toni's absence to next Board Meeting.

Executive Director's Report: H. Sadra

- **Bill 41 (formerly Bill 210) – Patient's First Act:** On October 27th the Bill passed the second reading. It is expected to be in place by the end of 2016.
- **WECHC Strategic & Implementation Plan (updated October 2016):** Reviewed and updates provided.
 - The new dentist has started at Street Health and is booking up quickly providing cleaning, fillings and extractions.
 - Additional monies were received from the Ministry for the purposes of recruitment and retention. In October, the funding amounts were released in the amount of \$85 million between sectors across the province over 3 years. There were principals attached to the distribution of the funding. Health Promoters, RDs and NPs were the priority. Funding for benefit increases went from 20% to 22.5%. WECHC developed a plan based on the outlined principals. The plan was communicated to staff at the November Staff Meeting and the pay-out, including back pay to April 1, is November 24. The priority vocations identified were focused on first and the remaining funding was directly distributed to increase staff wages as fairly and as equitably as possible.
 - **Baby Box Program:** The goal of the program is to provide a non-toxic, chemical-free and environmentally safe sleep space for infants while also educating families on important parenting topics. Recipients (who have a baby from August 2016-August 2017) are required to complete an online

education course for which they receive a certificate. They receive additional education when they bring their certificate and pick up their box. These are being distributed at all sites.

- **WEHC Q2 Executive Dashboard and Definitions:** Included in agenda package. Reviewed. Corrections have been made to group encountering, Hep C client visits and benchmarks were added.
- **WEHC Capital Project Stage 4.1 Update:**
City Council Meeting was held on Monday for site control plan for the addition to the building. There was some negative media attention regarding the length of time it was taking to move into the new building. Explanation was provided about the capital process. The LHIN will be releasing a media statement in support of WEHC. The 4.1 application has been approved. Stage 4.2 is the tendering package which was submitted early October. Clarification on a few items were required. Four rooms identified as future clinic rooms are not funded apart from roughed in plumbing. The rooms will be finished at the same time as the build out under a separate contract. Next steps entail meeting with the project manager, cost estimator and contractor once stage 4.2 is passed. Expectation is to go to tender in December. Still on target to be operational by December 2017.

Motion: A motion was made to approve the President's and Executive Director's Reports.

Moved: J. Mowat

Seconded: E. Clark

No Discussion

Carried

Committee Reports:

Finance Committee: E. Clark, Chair

- The Committee last met on October 26, 2016 and will meet again on December 21, 2016.
- The approved June 22, 2016 meeting minutes were included in the agenda package.

Q2 Financial Reporting: P. Brown

• **Q2 Variance Report**

WEHC Program Budget Variance Report For Period: Sept, 2016				
Program	Annual	Year to Date		Variance
	Budget	Budget	Actual	
CHC Core (LHIN/MOHLTC)				
Restricted				
Physicians	2,230,330	1,115,165	1,041,600	73,565
Non-Insured	10,000	5,000	80	4,920
Paymaster SOAHAC	122,700	61,350	61,350	
	2,363,030	1,181,515	1,103,030	78,485
Unrestricted				
Leamington	1,058,325	529,163	433,830	95,333
Operating	5,532,708	2,766,354	2,510,237	256,117
	6,591,033	3,295,517	2,944,067	351,450
Total	8,954,063	4,477,032	4,047,097	429,935
Dedicated Funding				
MOHLTC				
Nurse Practitioner-Eating Disord	189,651	94,826	91,936	2,890
Diabetes Wellness	1,943,346	971,673	972,647	(974)
Chronic Disease Management	1,505,983	752,992	733,226	19,766
Hepatitis C Virus Team	463,365	231,683	209,309	22,374
Ontario Diabetes Strategy	263,400	131,700	129,824	1,877
	4,365,745	2,182,873	2,136,942	45,931
Other Funding				
Substance Abuse Teen	269,493	134,747	138,438	(3,692)
Diabetes Prevention Program	67,200	33,600	29,444	4,156
	336,693	168,347	167,882	465

- **Q2 Staff Report**

Core

Physician Salaries: As of September 30, 2016 physician compensation is underspent by \$73,565 due to benefit costs being under the budgeted rate. A physician has been recruited for the Leamington site and it is expected that we will be able to fully utilize the funding.

Non Insured Funding: This funding is for various diagnostic tests for clients who, for various reasons, do not have access to OHIP. We have made arrangements with a couple of labs with the intention of utilizing these dollars in 16/17

Leamington Core operating expenses are under budget by \$95,333. Funding for the Leamington clinic was effective April 1, 2016, however, due to the relocation and extensive renovations that were required, the new clinic did not open its doors until August 15, 2016. Therefore spending began in Q2. Any surpluses that are created during the year will be used to pay all or a portion of the leasehold improvements, which will reduce annual interest and facility costs. Any unpaid leasehold improvements will be financed as part of the lease.

Other Core Operating Expenses: There is currently a surplus of \$256,117 due mainly to vacancies and differences in job rates. The leadership team has been reviewing the surpluses and strategies that will improve services to our clients and fully utilize the funding. Spending will begin in Q3 to utilize this surplus dollars by the end of the fiscal year.

Designated Funding

Eating Disorders: The program is currently under budget due in part from a wage differential and under spending in various operating expenses. The surplus has decreased from the previous quarter and it is anticipated that this budget will be fully utilized by year end.

Diabetes Wellness: The surplus from the previous quarter has been utilized and is expected to stay on budget for the year.

Chronic Disease Management is currently under budget due to a wage variance from vacancies and wage rates and a vacancy in the Falls Coordinator position. The Coordinator's position will be filled by an Occupational Therapist and the surplus can be utilized for other direct program costs.

Hep C program is experiencing a surplus due to a vacancy in the RN position. Approval has been received to hire a NP with reduced hours. The NP position will fully utilize this surplus.

Ontario Diabetes Strategy: The ODS program has a small surplus that will be utilized as workshops began to be scheduled in the fall.

Non MoHLTC Funded programs

All of these programs have only minor variances that will not be an issue by year end.

Summary

All restricted and designated funding programs are in a surplus position. Q1 surpluses are typical and are comparable to previous Q1 reports. Leadership continues to monitor the situation and implement plans to utilize the surplus and reduce the necessity for major year-end spending.

• Finance Dashboard Q2 (Cumulative)



WEHC FINANCIAL DASHBOARD

	2014/15	2015/16
Financial Health:		
Working Capital Ratio	1.87	1.74
% of MoHLTC Funding	93%	95%
Total Annualized Revenue Growth	1.04%	2.25%
Operational Efficiency:		
Administration as % of Total Expenses	19.3%	19.1%
Direct Cost per client:		
Primary Care	\$ 931.20	\$ 820.54
Counselling	\$ 495.54	\$ 387.10
Chronic Disease	\$ 276.58	\$ 122.78
Health Promotion	\$ 88.49	\$ 39.75
Benefit to Salary Ratio	16%	21%
Productivity Ratio	84%	83%
Administration Staff Development/Travel as % of Salaries	3%	3%

Q1	2016/17			Benchmark
	Q2	Q3	Q4	
2.04	2.34			1.00
98%	96%			FBD
6.67%	0.73%			1.5%
18.4%	17.8%			18.9%
N/A	N/A			FBD
N/A	N/A			FBD
N/A	N/A			FBD
N/A	N/A			FBD
23%	23%			25%
N/A	N/A			84%
2%	3%			5%

Metric	Calculation
Working Capital Ratio	Total Current Assets / (Current Liabilities + Accrued Liabilities)
% of MoHLTC Funding	Subtotal Revenue LHIN/MOHLTC / Total Revenue (All Funds)
Annualized Revenue Growth	Current Year Total Revenue (All Funds), Annualized - Previous Year Total Revenue (All Funds) Q4 / Previous Year Total Revenue (All Funds) Q4
Administrative as % of Total Expenses	Total Admin & Undistributed Expenses / Total Expenses (All Funds)
Cost Per Client	
Clinical	General Clinic / Individual served + Group Participants (Registered and Non-registered). Includes Eating Disorders Program
Therapy	Therapy Clinic / Individual served + Group Participants (Registered and Non-registered)
Chronic Disease	Chronic Disease Clinic / Individual served + Group Participants (Registered and Non-registered)
Health Promotion	HP Chronic Disease + HP Personal Health / Individual served + Service Provider Group Interactions
MQS to UPP Ratio	Total MQS Compensation / Total UPP Compensation
Benefit Cost Ratio	Total Benefits / Total Salaries
Productivity Ratio	Number of Hours Worked / Total Hours Worked + Benefit Hours

- **Monthly Factual Certificate: September & October 2016**

MONTHLY FACTUAL CERTIFICATE

**To: Board of Directors
Windsor Essex Community Health Centre (WE CHC)**

The undersigned hereby certifies that, to the best of his/her knowledge, information and belief after due inquiry, as at September 30, 2016.

1. The WE CHC is in compliance, as required by law, with all statutes and regulations relating to the withholding and/or payment of governmental remittances, including, without limiting the generality of the foregoing, the following:
 - All payroll deductions at source, including Employment Insurance, Canada Pension Plan and Income Tax;
 - Ontario Employer Health Tax;
 - Harmonized Sales Tax
 - Workplace Safety and Insurance Board (WSIB)

and they believe that all necessary policies and procedures are in place to ensure that all future payments of such amounts will be made in a timely manner.

2. The WE CHC is in compliance with all applicable Health and Safety legislation and all applicable Pay Equity legislation.
3. The WE CHC is in compliance with the requirements of the Corporations Information Act and has updated and verified its corporate public record, by submission of Form 1 within 15 days of any change to Board membership; last submission July 7, 2016.
4. The WE CHC is in compliance with the requirements of the Income Tax Act, and date of last filing of form T3010, Registered Charity Information Return is July 26, 2016.
5. The WE CHC is providing the prescribed standard of service in the performance of its functions and following the prescribed procedures and practices in accordance with our funding agreements, as reported to the Board of Directors of the WE CHC through the following reports:
 - Monthly Financial Report reviewed with Executive Director
 - Quarterly report to MOHLTC (MIS OHRS TB) submitted: May 6, 2016
 - Quarterly report to LHIN (SRI) report submitted: February 3, 2016
 - Quarterly reports to Board
 - Annual Reconciliation Report to Various MOHLTC Departments – June 29, 2016
 - CAPS Refresh submitted: November 23, 2015

Dated at Windsor, Ontario the 6th day of October, 2016


Hardeep Sadra
Executive Director

MONTHLY FACTUAL CERTIFICATE

**To: Board of Directors
Windsor Essex Community Health Centre (WE CHC)**

The undersigned hereby certifies that, to the best of his/her knowledge, information and belief after due inquiry, as at October 31, 2016.

1. The WE CHC is in compliance, as required by law, with all statutes and regulations relating to the withholding and/or payment of governmental remittances, including, without limiting the generality of the foregoing, the following:

- All payroll deductions at source, including Employment Insurance, Canada Pension Plan and Income Tax;
- Ontario Employer Health Tax;
- Harmonized Sales Tax
- Workplace Safety and Insurance Board (WSIB)

and they believe that all necessary policies and procedures are in place to ensure that all future payments of such amounts will be made in a timely manner.

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5. The WE CHC is providing the prescribed standard of service in the performance of its functions and following the prescribed procedures and practices in accordance with our funding agreements, as reported to the Board of Directors of the WE CHC through the following reports:
 - Monthly Financial Report reviewed with Executive Director
 - Quarterly report to MOHLTC (MIS OHRS TB) submitted: October 24, 2016.
 - Quarterly report to LHIN (SRI) report submitted: February 3, 2016 (Next due date is November 7, 2016).
 - Quarterly reports to Board
 - Annual Reconciliation Report to Various MOHLTC Departments – June 29, 2016
 - CAPS Refresh submitted: November 23, 2015

Dated at Windsor, Ontario the 1st day of November, 2016



Hardeep Sadra
Executive Director

Motion:

A Motion was made to accept the Finance Report as presented.

Moved: J. Mowat **Seconded:** A. Deneweth No Discussion Carried

Motion:

A Motion was made to accept the Q2 Staff Report, Q2 Variance Report, Q2 Finance Dashboard and the Monthly Factual Certificates for September and October 2016 as submitted.

Moved: E. Clark **Seconded:** W. McClounie No Discussion Carried

Governance Committee: B. Fetherston, Chair

- The Committee met on October 26, 2016 and will next meet on December 21, 2016.
- The approved June 22, 2016 Meeting Minutes were included in the Agenda package.
- New ED Recruitment is in the planning stages. G. Bartlett will be the Interim Executive Director until a suitable candidate is found.
- **Board Recruitment Update:** The Governance Committee is recruiting for one (1) vacant position.
- **Policy Update:** No update

Motion:

A Motion was made to accept the Governance Committee Report as presented.

Moved: J. Mowat **Seconded:** A. Deneweth No Discussion Carried

Quality Utilization and Risk Committee: A. Deneweth

- The Committee last met October 18, 2016 and will next meet December 20, 2016.
- The approved June 21, 2016 meeting minutes were included in the Agenda package.
- The Q2 Incident Report and Q2 Client Compliment & Complaints Report were included in the Agenda package.
- A physician will start at the Leamington site in December.
- There is a psychiatrist providing services between SCH and Street Health.

Motion:

A Motion was made to accept the Quality Utilization and Risk Committee Report as presented.

Moved: B. Fetherston **Seconded:** W. McClounie No Discussion Carried

In-Camera – HR/Personnel/Finance Issues

Motion: A motion was made to move in-camera at 6:15 p.m.

Moved: E. Clark **Seconded:** J. Mowat No discussion Carried

Motion: A motion was made to move back to the regular Board meeting at 7:26 p.m.

Moved: W. McClounie **Seconded:** A. Deneweth No Discussion Carried

In camera discussion took place about the recruitment process for the Executive Director. The attributes and qualities required for the successful candidate were discussed in detail. The recruitment process and finalizing the job description is on the Agendas for the December 2016 Governance Committee Meeting and the January 2017 Board Meeting Agenda.

The Board regrettably accepted J. Mowat's resignation as Vice President. He will stay on the Board as a Director for the remainder of his term (May 2018). W. McClounie was been unanimously elected as Vice President effective immediately.

There were no other in camera motions.

Motion: A motion was made to approve a Directors' Resolution to confirm, ratify and resolve the leases of SCH (extension of parking lot rental for 1 year), Leamington/LAMB and Pickwick site (additional space) that were previously signed by K. Hengl, Board President.

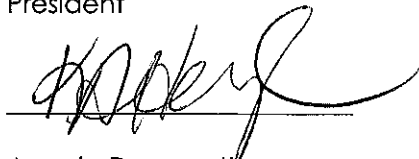
Moved: A. Deneweth **Seconded:** J. Mowat No Discussion Carried

Adjournment: A motion was made by W. McClounie to adjourn the meeting at 7:35 p.m.

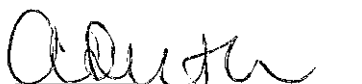
	Action	Agent	Date of Completion
1.	Board Development Opportunities ✓ Presentation from a Low speaking German Group in Leamington ✓ Media Training ✓ Quality Workshop Facilitator: provide two (2) or three (3) top tools the Board could use for decision making	Governance Committee	April 2017 February 2017
2.	Leamington District Memorial Hospital (LDMH) Board Presentation ✓ LAMB (formerly the Navigation Centre).	K. Hengl	To be determined
3.	Cultural Competency Tool ✓ Include in Board Orientation Manual when revised.	Human Resource	Summer 2016
4.	WE CHC/AOHC Board Liaison ✓ Email Board members the webinar link for viewing online. ✓ Provide brief synopsis of key issues in the webinar	T. Scislowski	September 2016 January 2017
6.	ED Recruitment ✓ Job Description Finalization ✓ Recruitment Process ✓ Recruitment Committee Membership	Governance Committee, President & Vice President	

Respectfully submitted by Lynn Thomson, Recorder

Kathryn Hengl
President



Angela Deneweth
Secretary



Lynn Thomson
Recorder



DIRECTORS' RESOLUTION

WINDSOR ESSEX COMMUNITY HEALTH CENTRE
(the "Corporation")

RE: Confirmation and Ratification of Leases pertaining to the following locations
a) 3325 College Avenue, Windsor (Sandwich Community Health)
b) 33 Princess Street, Suite 450, Leamington (Leamington Site & LAMB)
c) 7621 Tecumseh Road, Windsor (Pickwick Site)

WHEREAS:

- a) By Lease dated the 1st day of October, 2016 (signed on the 11th day of November, 2016) the President alone did execute a Lease of certain property to City of Windsor, being 3325 College Avenue, in the city of Windsor; and
- b) By Lease dated the 1st day of August 2016 (signed on the 27th day of June, 2016) the President alone did execute a Lease of certain property to Central 33 Ltd., being 33 Princess Street, Suite 450 in the town of Leamington; and
- c) By Lease dated the 1st day of January, 2017 (signed on the 4th day of November, 2016) the President alone did execute a Lease of certain property to Westdale Construction Company Limited being 7621 Tecumseh Road, Windsor in the City of Windsor.

BE IT RESOLVED THAT:

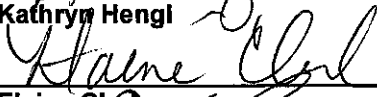
- a) The Lease with the City of Windsor dated the 1st day of October, 2016 (signed on the 11th day of November, 2016) for certain property to City of Windsor, 3325 College Avenue, in the city of Windsor; and
- b) The Lease with Central 33 Ltd. dated the 1st day of August, 2016 (signed on the 27th day of June, 2016) for certain property being 33 Princess Street, Suite 450 in the town of Leamington; and
- c) The Lease with Westdale Construction Company dated the 1st day of January, 2017 (signed on the 4th day of November, 2016) for certain property being 7621 Tecumseh Road, Windsor in the City of Windsor

are executed on the day and date above first stated, are hereby ratified, confirmed, and approved by the directors of the Corporation.

The foregoing resolution is hereby consented to by the directors of the Corporation pursuant to the provisions of the Business Corporations Act, R.S.O. 1990, c. B-16, dated this 23rd November 2016.



Kathryn Hengl



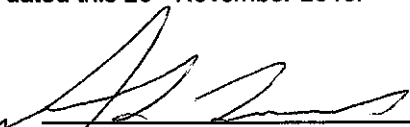
Elaine Clark



Bob Fetherston



Toni Lee Scislowski



John Mowat



Angie Deneweth



William McClounie

